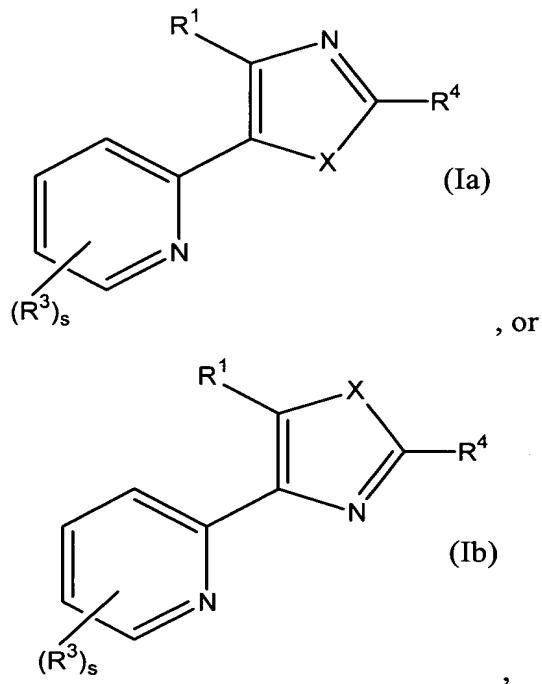


AMENDMENTS TO THE CLAIMS

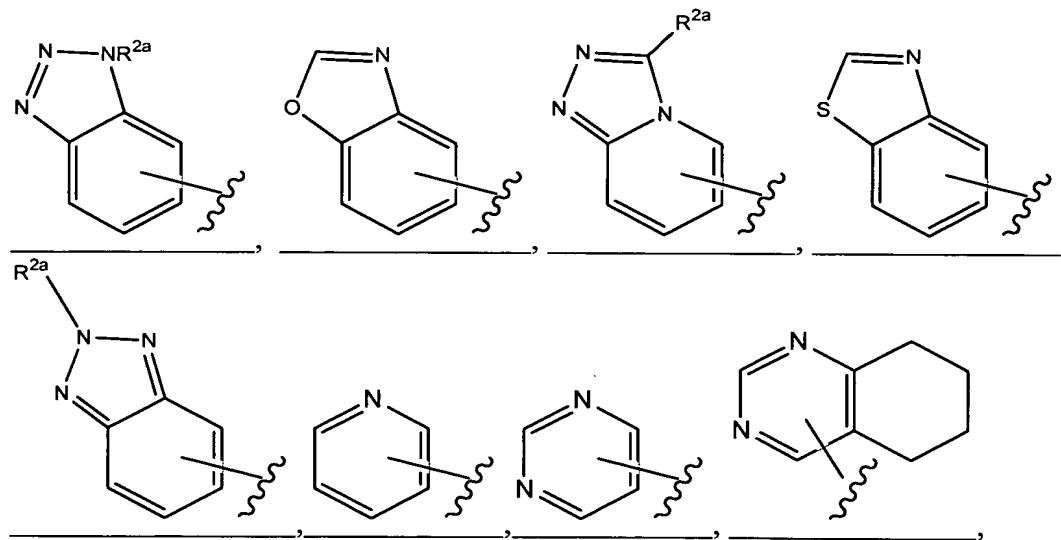
1. (CURRENTLY AMENDED) A compound of formula (Ia) or (Ib):

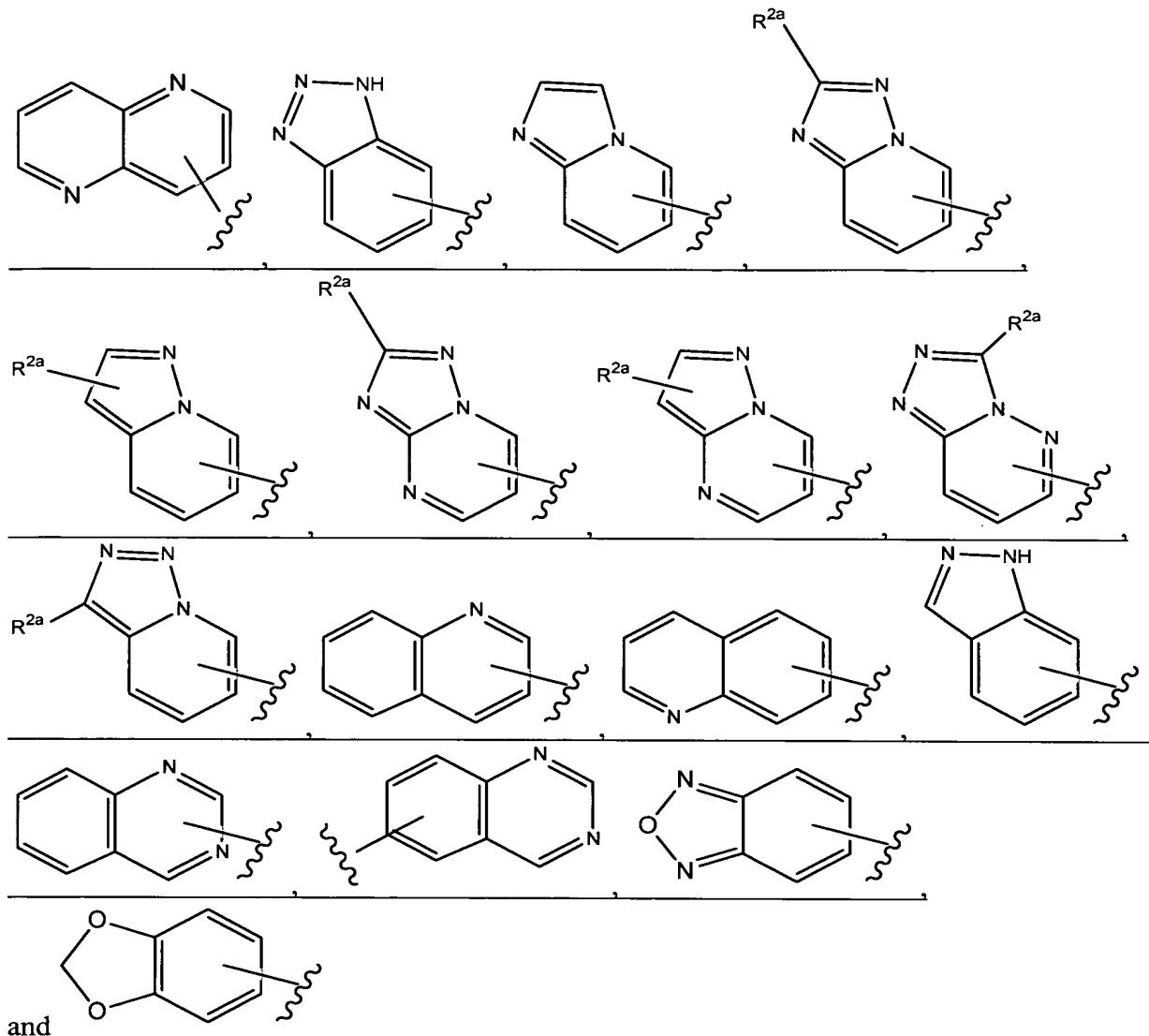


or a pharmaceutically acceptable salt, ~~prodrug~~, hydrate, tautomer or solvate thereof, wherein:

X is O or S;

R¹ is selected from the group consisting of





where R^{2a} is independently selected from the group consisting of: (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, (C₃-C₁₀)cycloalkyl, (C₅-C₁₀)aryl, (C₁-C₆)alkylaryl, amino, carbonyl, carboxyl, (C₂-C₆)acid, (C₁-C₆)ester, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclyl, (C₁-C₆)alkoxy, nitro, halo, hydroxyl, (C₁-C₆)alkoxy(C₁-C₆)ester, and where alkyl, alkenyl, alkynyl, cycloalkyl, aryl, amino, acid, ester, heteroaryl, heterocyclyl, and alkoxy of R^{2a} is optionally substituted by at least one moiety independently selected from the group consisting of halo, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, perhalo(C₁-C₆)alkyl, phenyl, (C₃-C₁₀)cycloalkyl, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclic, formyl, NC-, (C₁-C₆)alkyl-(C=O)-, phenyl-(C=O)-, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-,

((C₁-C₆)alkyl)₂-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-[((C₁-C₆)alkyl)-N]--(C=O)-, O₂N-, amino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂-amino, (C₁-C₆)alkyl-(C=O)-NH-, (C₁-C₆)alkyl-(C=O)-[((C₁-C₆)alkyl)-N]-, phenyl-(C=O)-NH-, phenyl-(C=O)-[((C₁-C₆)alkyl)-N]-, H₂N-(C=O)-NH-, (C₁-C₆)alkyl-HN-(C=O)-NH-, ((C₁-C₆)alkyl)₂N-(C=O)-NH-, (C₁-C₆)alkyl-HN-(C=O)-[((C₁-C₆)alkyl)-N]-, ((C₁-C₆)alkyl)₂N-(C=O)-[(C₁-C₆)alkyl-N]-, phenyl-HN-(C=O)-NH-, (phenyl)₂N-(C=O)-NH-, phenyl-HN-(C=O)-[((C₁-C₆)alkyl)-N]-, (phenyl)₂N-(C=O)-[((C₁-C₆)alkyl)-N]-, (C₁-C₆)alkyl-O-(C=O)-NH-, (C₁-C₆)alkyl-O-(C=O)-[((C₁-C₆)alkyl)-N]-, phenyl-O-(C=O)-NH-, phenyl-O-(C=O)-[((alkyl)-N]-, (C₁-C₆)alkyl-SO₂NH-, phenyl-SO₂NH-, (C₁-C₆)alkyl-SO₂-, phenyl-SO₂-, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, phenoxy, (C₁-C₆)alkyl-(C=O)O-, (C₁-C₆)ester-(C₁-C₆)alkyl-O-, phenyl-(C=O)-O-, H₂N-(C=O)-O-, (C₁-C₆)alkyl-HN-(C=O)-O-, ((C₁-C₆)alkyl)₂N-(C=O)-O-, phenyl-HN-(C=O)-O-, and (phenyl)₂N-(C=O)-O-;
~~a saturated, unsaturated, or aromatic C₃-C₂₀ mono-, bi- or polycyclic ring optionally containing at least one heteroatom selected from the group consisting of N, O and S, wherein R¹ can optionally be further independently substituted with at least one moiety independently selected from the group consisting of: carbonyl, halo, halo(C₁-C₆)alkyl, perhalo(C₁-C₆)alkyl, perhalo(C₁-C₆)alkoxy, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, hydroxy, oxo, mercapto, (C₁-C₆)alkylthio, (C₁-C₆)alkoxy, (C₅-C₁₀)aryl or (C₅-C₁₀)heteroaryl, (C₅-C₁₀)aryloxy or (C₅-C₁₀)heteroaryloxy, (C₅-C₁₀)ar(C₁-C₆)alkyl or (C₅-C₁₀)heteroar(C₁-C₆)alkyl, (C₅-C₁₀)ar(C₁-C₆)alkoxy or (C₅-C₁₀)heteroar(C₁-C₆)alkoxy, HO-(C=O)-, ester, amido, ether, amino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, di(C₁-C₆)alkylamino(C₁-C₆)alkyl, (C₅-C₁₀)heterocycl(C₁-C₆)alkyl, (C₁-C₆)alkyl- and di(C₁-C₆)alkylamino, cyano, nitro, carbamoyl, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkoxycarbonyl, (C₁-C₆)alkylaminocarbonyl, di(C₁-C₆)alkylaminocarbonyl, (C₅-C₁₀)arylcarbonyl, (C₅-C₁₀)aryloxycarbonyl, (C₁-C₆)alkylsulfonyl, and (C₅-C₁₀)arylsulfonyl;~~

each R³ is independently selected from the group consisting of: hydrogen, halo, halo(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, perhalo(C₁-C₆)alkyl, phenyl, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclic, (C₃-C₁₀)cycloalkyl, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, phenoxy, (C₅-C₁₀)heteroaryl-O-, (C₅-C₁₀)heterocyclic-O-, (C₃-C₁₀)cycloalkyl-O-, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-NH-SO₂-, O₂N-, NC-, amino, Ph(CH₂)₁₋₆HN-, (C₁-C₆)alkyl HN-, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂-amino, (C₁-C₆)alkyl-SO₂-NH-, amino(C=O)-, aminoO₂S-, (C₁-C₆)alkyl-(C=O)-NH-,

(C₁-C₆)alkyl-(C=O)-[((C₁-C₆)alkyl)-N]-, phenyl-(C=O)-NH-, phenyl-(C=O)-[(C₁-C₆)alkyl)-N]-, (C₁-C₆)alkyl-(C=O)-, phenyl-(C=O)-, (C₅-C₁₀)heteroaryl-(C=O)-, (C₅-C₁₀)heterocyclic-(C=O)-, (C₃-C₁₀)cycloalkyl-(C=O)-, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, H₂N(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-[(C₁-C₆)alkyl)-N]--(C=O)-, (C₅-C₁₀)heteroaryl-NH-(C=O)-, (C₅-C₁₀)heterocyclic-NH-(C=O)-, (C₃-C₁₀)cycloalkyl-NH-(C=O)- and (C₁-C₆)alkyl-(C=O)-O-,

where alkyl, alkenyl, alkynyl, phenyl, heteroaryl, heterocyclic, cycloalkyl, alkoxy, phenoxy, amino of R³ is optionally substituted by at least one substituent independently selected from (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, halo, H₂N-, Ph(CH₂)₁₋₆HN-, and (C₁-C₆)alkylHN-;

s is an integer from one to five;

R⁴ is independently selected from the group consisting of: hydrogen, halo, halo(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, perhalo(C₁-C₆)alkyl, phenyl, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclic, (C₃-C₁₀)cycloalkyl, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, phenoxy, (C₅-C₁₀)heteroaryl-O-, (C₅-C₁₀)heterocyclic-O-, (C₃-C₁₀)cycloalkyl-O-, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-NH-SO₂-, O₂N-, NC-, amino, Ph(CH₂)₁₋₆HN-, (C₁-C₆)alkylHN-, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂-amino, (C₁-C₆)alkyl-SO₂-NH-, amino(C=O)-, aminoO₂S-, (C₁-C₆)alkyl-(C=O)-NH-, (C₁-C₆)alkyl-(C=O)-((C₁-C₆)alkyl)-N-, phenyl-(C=O)-NH-, phenyl-(C=O)-((C₁-C₆)alkyl)-N]-, (C₁-C₆)alkyl-(C=O)-, phenyl-(C=O)-, (C₅-C₁₀)heteroaryl-(C=O)-, (C₅-C₁₀)heterocyclic-(C=O)-, (C₃-C₁₀)cycloalkyl-(C=O)-, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, H₂N(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, ((C₁-C₆)alkyl)₂-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-((C₁-C₆)alkyl)-N]--(C=O)-, (C₅-C₁₀)heteroaryl-NH-(C=O)-, (C₅-C₁₀)heterocyclic-NH-(C=O)-, (C₃-C₁₀)cycloalkyl-NH-(C=O)- and (C₁-C₆)alkyl-(C=O)-O-,

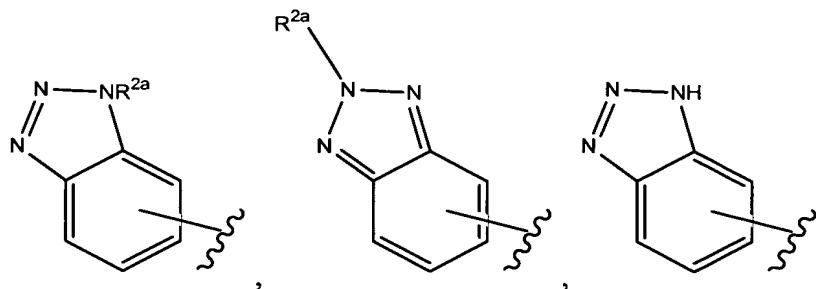
where alkyl, alkenyl, alkynyl, phenyl, heteroaryl, heterocyclic, cycloalkyl, alkoxy, phenoxy, amino of R⁴ is optionally substituted by at least one substituent independently selected from the group consisting of (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, halo, H₂N-, Ph(CH₂)₁₋₆HN-, (C₁-C₆)alkylHN-, (C₅-C₁₀)heteroaryl and (C₅-C₁₀)heterocyclic; with the proviso that when R⁴ is a substituted phenyl moiety, then (a) R¹ is not naphthyl, phenyl or anthracenyl and (b) if R¹ is a phenyl fused with an aromatic or non-aromatic cyclic ring of 5-7 members wherein said cyclic ring optionally contains up to three heteroatoms

independently selected from N, O and S, then the fused cyclic ring of said R¹ moiety is substituted;

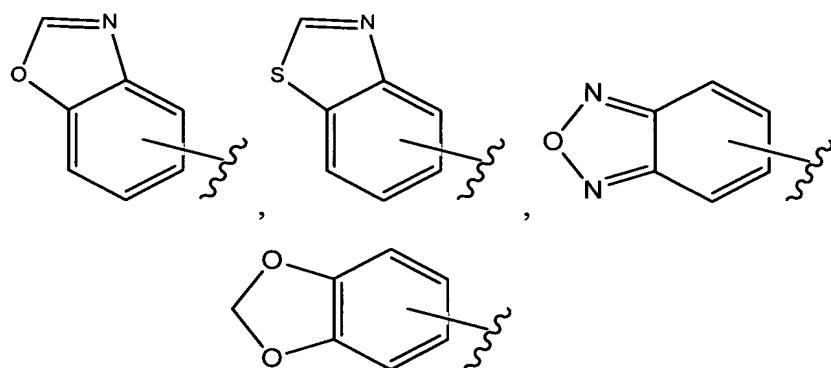
with the proviso that when R⁴ is NH₂ and X is S, then R¹ is not an amino-substituted pyridyl or pyrimidinyl moiety; and

with the proviso that when in formula (Ia) R⁴ is CH₃ and X is S, R¹ is not a 3, 4-dimethoxy substituted phenyl moiety.

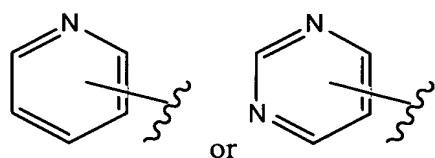
2. (ORIGINAL) A compound of claim 1, wherein R¹ is



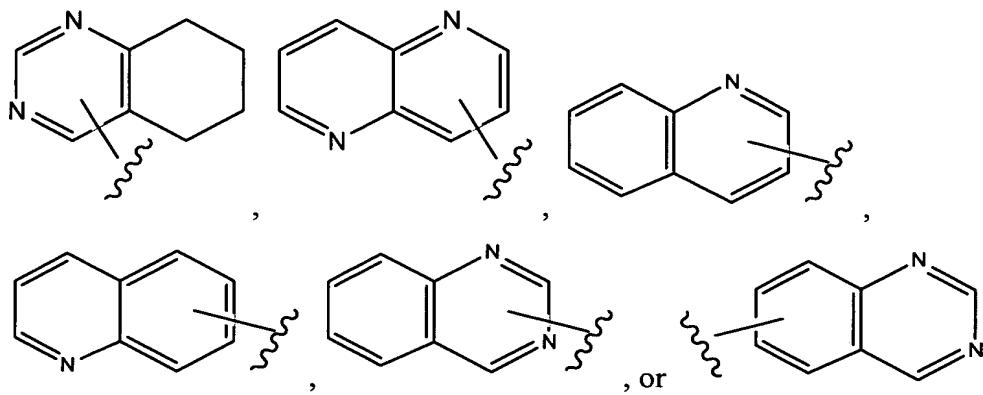
3. (ORIGINAL) A compound of claim 1, wherein R¹ is



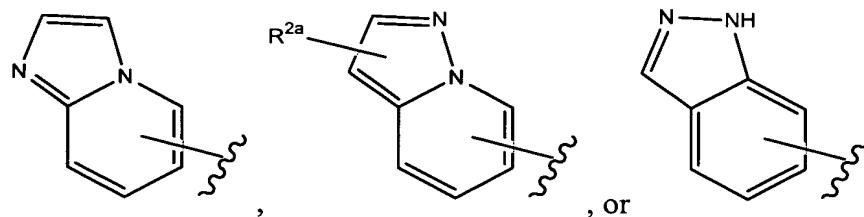
4. (ORIGINAL) A compound of claim 1, wherein R¹ is



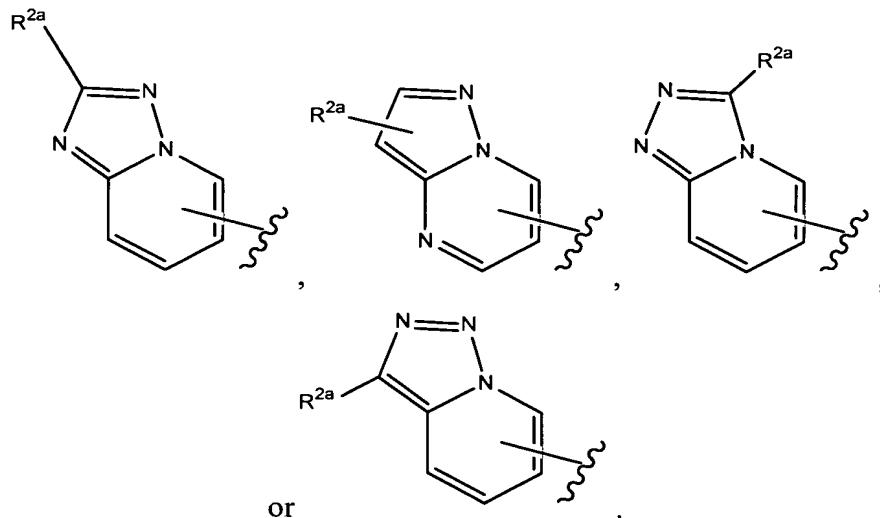
5. (ORIGINAL) A compound of claim 1, wherein R¹ is



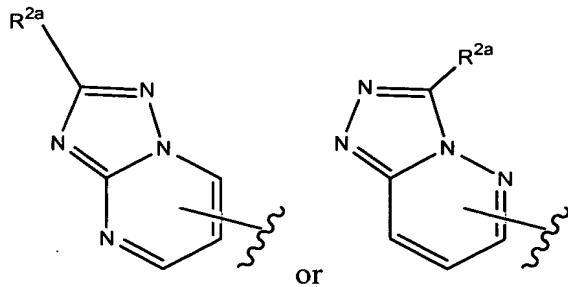
6. (ORIGINAL) A compound of claim 1, wherein R¹ is



7. (ORIGINAL) A compound of claim 1, wherein R¹ is



8. (ORIGINAL) A compound of claim 1, wherein R¹ is



9. (ORIGINAL) A compound of claim 1, wherein X is O; s is one to two; R³ is hydrogen or (C₁-C₆)alkyl; and R⁴ is H, (C₁-C₆)alkyl, or amino.
10. (ORIGINAL) A compound of claim 1, wherein X is S; s is one to two; R³ is hydrogen or (C₁-C₆)alkyl; and R⁴ is H, (C₁-C₆)alkyl, or amino.
11. (CURRENTLY AMENDED) A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1 and a pharmaceutically acceptable carrier.
12. (CURRENTLY AMENDED) A method of treating a TGF-related disease state in an animal or human comprising the step of administering a therapeutically effective amount of a compound of claim 1 to the animal or human suffering from the TGF-related disease state selected from the group consisting of ~~cancer~~, glomerulonephritis, diabetic nephropathy, hepatic fibrosis, pulmonary fibrosis, intimal hyperplasia and restenosis, scleroderma, and dermal scarring.
13. (CANCELED)
14. (NEW) A compound selected from the groups consisting of ;
2-(5-Benzo[1,3]dioxol-5-yl-oxazol-4-yl)-6-methyl-pyridine;
2-(5-Benzo[1,3]dioxol-5-yl-oxazol-4-yl)-pyridine;
2-(5-Benzo[1,3]dioxol-5-yl-oxazol-4-yl)-6-methoxy-pyridine;
2-(5-Benzo[1,3]dioxol-5-yl-oxazol-4-yl)-6-trifluoromethyl-pyridine;
2-Methyl-5-[4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-2H-benzotriazole;
4-[4-(6-Methyl-pyridin-2-yl)-oxazol-5-yl]-quinoline;

1-Methyl-6-[4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-1H-benzotriazole;
6-(4-Pyridin-2-yl-oxazol-5-yl)-quinoxaline;
6-[4-(6-Methyl-pyridin-2-yl)-oxazol-5-yl]-quinoxaline;
6-[4-(6-Methyl-pyridin-2-yl)-oxazol-5-yl]-quinoline;
6-(4-pyridin-2-yl-oxazol-5-yl)-quinoline;
2-(5-Benzo[1,3]dioxol-5-yl-oxazol-4-yl)-6-ethyl-pyridine;
2-(5-Benzo[1,3]dioxol-5-yl-oxazol-4-yl)-6-propyl-pyridine;
6-[4-(6-Methyl-pyridin-2-yl)-oxazol-5-yl]-benzothiazole;
2-(4-Benzo[1,3]dioxol-5-yl-oxazol-5-yl)-6-methyl-pyridine;
4-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-quinoline;
1-Methyl-6-[5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-1H-benzotriazole;
2-Methyl-5-[5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-2H-benzotriazole;
6-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-quinoline;
6-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-quinoxaline;
2-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-[1,5]naphthyridine;
{4-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-pyridin-2-yl}-phenyl-amine;
2-(4-Benzo[1,3]dioxol-5-yl-2-methyl-oxazol-5-yl)-6-methyl-pyridine;
1-Methyl-6-[2-methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-1H-benzotriazole;
2-Methyl-5-[2-methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-2H-benzotriazole;
6-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-quinoline;
6-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-quinoxaline;
2-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-[1,5]naphthyridine;
{4-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-pyridin-2-yl}-phenyl-amine;
4-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-quinoline;
4-Benzo[1,3]dioxol-5-yl-5-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;
4-(3-Methyl-3H-benzotriazol-5-yl)-5-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;
4-(2-Methyl-2H-benzotriazol-5-yl)-5-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;
5-(6-Methyl-pyridin-2-yl)-4-quinolin-6-yl-thiazol-2-ylamine;
5-(6-Methyl-pyridin-2-yl)-4-quinoxalin-6-yl-thiazol-2-ylamine;
5-(6-Methyl-pyridin-2-yl)-4-[1,5]naphthyridin-2-yl-thiazol-2-ylamine;
{4-[2-Amino-5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-pyridin-2-yl}-phenyl-amine;
5-(6-Methyl-pyridin-2-yl)-4-quinolin-4-yl-thiazol-2-ylamine;

4-(6-Methyl-pyridin-2-yl)-5-quinolin-6-yl-thiazol-2-ylamine;
5-(3-Methyl-3H-benzotriazol-5-yl)-4-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;
5-(2-Methyl-2H-benzotriazol-5-yl)-4-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;
5-Benzo[1,3]dioxol-5-yl-4-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;
4-(6-Methyl-pyridin-2-yl)-5-quinoxalin-6-yl-thiazol-2-ylamine;
4-(6-Methyl-pyridin-2-yl)-5-[1,5]naphthyridin-2-yl-thiazol-2-ylamine;
{4-[2-Amino-4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-pyridin-2-yl}-phenyl-amine;
4-(6-Methyl-pyridin-2-yl)-5-quinolin-4-yl-thiazol-2-ylamine;
6-[2-Methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-quinoline;
1-Methyl-6-[2-methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-1H-benzotriazole;
2-Methyl-5-[2-methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-2H-benzotriazole;
2-(5-Benzo[1,3]dioxol-5-yl-2-methyl-oxazol-4-yl)-6-methyl-pyridine;
6-[2-Methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-quinoxaline;
2-[2-Methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-[1,5]naphthyridine;
{4-[2-Methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-pyridin-2-yl}-phenyl-amine;
4-[2-Methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-quinoline;
1-Methyl-6-[4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-1H-benzotriazole;
2-Methyl-5-[4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-2H-benzotriazole;
2-(5-Benzo[1,3]dioxol-5-yl-thiazol-4-yl)-6-methyl-pyridine;
6-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoxaline;
2-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-[1,5]naphthyridine;
{4-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-pyridin-2-yl}-phenyl-amine;
4-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoline;
6-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoline;
1-Methyl-6-[5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-1H-benzotriazole;
2-Methyl-5-[5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-2H-benzotriazole;
2-(4-Benzo[1,3]dioxol-5-yl-thiazol-5-yl)-6-methyl-pyridine;
6-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoxaline;
2-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-[1,5]naphthyridine;
{4-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-pyridin-2-yl}-phenyl-amine;
4-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoline;
6-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoline;
1-Methyl-6-[2-methyl-4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-1H-benzotriazole;

2-Methyl-5-[2-methyl-4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-2H-benzotriazole;
2-(5-Benzo[1,3]dioxol-5-yl-2-methyl-thiazol-4-yl)-6-methyl- pyridine;
6-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoxaline;
2-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-[1,5]naphthyridine;
{4-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-pyridin-2-yl}-phenyl-amine;
4-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoline;
6-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoline;
1-Methyl-6-[2-methyl-5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-1H-benzotriazole;
2-Methyl-5-[2-methyl-5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-2H-benzotriazole;
2-(4-Benzo[1,3]dioxol-5-yl-2-methyl-thiazol-5-yl)-6-methyl-pyridine;
6-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoxaline;
2-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-[1,5]naphthyridine;
{4-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-pyridin-2-yl}-phenyl-amine;
4-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoline and
6-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoline; or a pharmaceutically acceptable salt thereof.

15. (NEW) A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 14 and a pharmaceutically acceptable carrier.